

13928-A, B

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 11, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), and the regulations thereunder, are three (3) copies each of a Release and Termination of Security Interest, and a Bill of Sale, both dated as of September 11, 1996, and both being secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Trust Agreement which was previously filed with the Commission under Recordation Number 13928.

The name and address of the party to the enclosed documents are:

Secured Party: Bankers Trust Company, not in its individual
capacity but solely as Trustee
One Banker's Trust Plaza
130 Liberty Street, 30th Floor
New York, New York 10006

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule I attached to the Release and Termination.

SEP 12 10 45 AM '96
RECEIVED
SURFACE TRANSPORTATION
BOARD

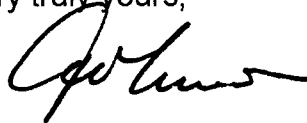
Copies to file - 13928-A, B

Mr. Vernon A. Williams
September 11, 1996
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Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

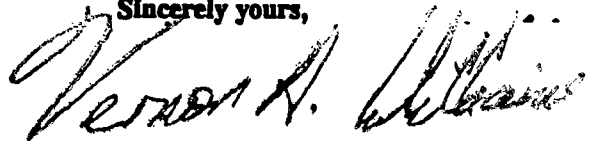
9/12/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW, Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/12/96 at 10:50AM , and 10:55AM assigned recordation number(s). 13928-A, 13928-B, 18816-P, 18827-BB, 19111-
IIIIII, 19111-JJJJJ, 19111-KKKKK; and 19961-C.

Sincerely yours,

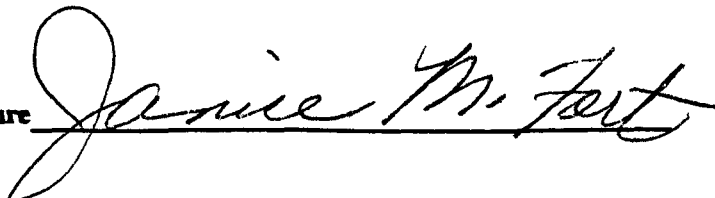


Vernon A. Williams
Secretary

Enclosure(s)

\$ 168.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



13928-A

RELEASE AND TERMINATION
OF SECURITY INTEREST

WHEREAS, ACF Industries, Incorporated (the "Company") and Bankers Trust Company, a New York banking corporation, not in its individual capacity but solely as trustee (the "Trustee"), entered into a certain Equipment Trust Agreement dated as of January 1, 1983 (as heretofore amended, modified or supplemented, the "Agreement") pursuant to which the Company conveyed title to certain railroad cars in connection with the issuance of \$30,000,000 in aggregate principal amount of Equipment Trust Certificates, Series O;

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission ("ICC") on January 28, 1983, Recordation No. 13928;

WHEREAS, the Trustee has reconveyed title to said railroad cars to the Company and, in connection therewith, the Company has requested the Trustee to release and terminate any and all liens, security interests and other rights or interests in all of said railcars and the Trustee has agreed to such release;

NOW, THEREFORE, the Trustee hereby agrees as follows:

The Trustee hereby releases and terminates any and all liens on and security interests in, and all of its right, title and interest in and to, the railroad tank cars and covered hopper cars listed on Schedule 1 hereto.

IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed this 11th day of September, 1996.

BANKERS TRUST COMPANY, NOT IN
ITS INDIVIDUAL CAPACITY BUT
SOLELY AS TRUSTEE

By: *Kevin M. Lebe*

Its: ASSISTANT TREASURER

STATE OF NEW YORK)
 : SS.
COUNTY OF NEW YORK)

On this ^{10TH} day of September, 1996, before me personally came KEVIN WEEKS, to me known, who being to me duly sworn, did depose and say that he resides at New York, that he is the A.T. of Bankers Trust Company, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Margaret Bereza
Notary Public

MARGARET BEREZA
Notary Public, State of New York
No. 31-5023900
Qualified in New York County
Commission Expires 2/22/97

EXHIBIT A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Car Type Code</u>	<u>Initialed ACFX and Numbered</u>
201	C113	27601-27801
53	C214	36442-36494
12	C214	36496-36507
1	C214	36510
2	C214	36512-36513
4	C214	36515-36518
12	C214	36520-36531
15	C311	44861-44875
10	C714	59629-59638
40	C614	59639-59678
9	T108	75115-75123
30	T564	75232-75261
14	T105	75271-75284
6	T104	75286-75291
5	T105	75292-75296
2	T104	75297-75298
4	T108	75392-75395
71	T106	75396-75466
30	T104	75594-75623
20	T055	75624-75643
10	T105	75644-75653

<u>Quantity</u>	<u>A.A.R. Car Type Code</u>	<u>Initialed ACFX and Numbered</u>
48	T104	75654-75701
10	T108	75702-75711
6	T104	75767-75772
2	T104	75813-75814
40	T929	77100-77139
12	T929	77153-77164
20	T105	79745-79764
13	T108	79898-79910
25	T564	86455-86479
1	T564	86483
2	C314	99369-99370

RECAPITULATION

Total Covered Hopper Cars	352
Total Tank Cars	<u>378</u>
Total Number of Cars	<u>730</u>